

MERCHANTS GROUP INC  
Form 8-K  
February 01, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

February 1, 2007

MERCHANTS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-9640  
(Commission File Number)

16-1280763  
(IRS Employer Identification No.)

250 Main Street, Buffalo, New York 14202  
(Address of principal executive offices)

(716) 849-3333  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

[ ]

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ]

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ]

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ]

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 7.01**

**Regulation FD Disclosure**

A copy of a press release issued by Merchants Group, Inc., dated February 1, 2007, announcing the approval of its proposed merger is furnished herewith as Exhibit 99.1.

**Item 9.01**

**Financial Statements and Exhibits**

(c)

Exhibits

99.1 Press Release, dated February 1, 2007, of Merchants Group, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MERCHANTS GROUP, INC.  
(Registrant)

Date: February 1, 2007

By:

/s/ Thomas E. Kahn  
Thomas E. Kahn  
Chairman of the Board

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1	Press Release, dated February 1, 2007, of Merchants Group, Inc.
------	---